

Deutsche Bank

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January 29, 2008

Mr. Gary C. Dunton
Chief Executive Officer and President
MBIA Inc.
113 King Street
Armonk, NY 10504

Dear Gary:

I have concluded that I should resign from MBIA's Board. I do so with great regret and only after very careful consideration of the interests of both MBIA and Deutsche Bank.

When I joined MBIA's Board in 2006, existing business relationships between MBIA and Deutsche Bank provided no basis to believe that I would be unable to give both institutions my full attention and undivided loyalty. Given the events of the past week, however, I am now in a position where I can no longer be confident that continuing to act on behalf of both institutions will not lead to the possibility of an appearance that I may have reason to favor one over the other on a matter of great importance to both. In these circumstances, my ability to continue to act on behalf of either institution may be constrained. Given the importance of restoring credibility in the marketplace, I would not want my role to become a distraction to ongoing efforts to achieve this goal.

I am proud to have been associated with MBIA, and I would have liked to continue serving on MBIA's Board. I leave the Board with great affection for all my fellow directors and with appreciation for their wisdom and dedication. I would also be remiss if I did not applaud the exceptional MBIA staff. I am confident that this top-flight staff, with the Board's support, will guide MBIA to future successes.

Sincerely,

A handwritten signature in black ink, appearing to read "Richard H. Walker", is written over a horizontal line. The signature is fluid and cursive.

Richard H. Walker

cc: Members of the Board of Directors

From: DEEPAK MOORJANI <deepsatya@msn.com>
Subject: Deutsche Bank Satyagraha: Tokyo District Court (#4109)
Date: January 11, 2009 at 10:48 PM

DM

To:
Cc: Colin Grassie colin.grassie@db.com
Bcc: Michael Cohrs, David Hatt, Deutsche Bank Group, Yasushi Higashizawa, Deepak Moorjani, Satyagraha, Tokyo District Court (#4109)

PERSONAL AND CONFIDENTIAL

Mr. Michael Cohrs
Mr. David Hatt
Deutsche Bank Group
Sanno Park Tower, 2-11-1 Nagatacho
Chiyoda-ku, Tokyo 100-6171

Dear Messrs. Cohrs and Hatt,

This letter represents my continuing attempt to improve the inadequate governance structures and lax internal controls within Deutsche Bank. Specifically, the highlight is management's failure to perform, and this story began in late 2006 when I began to voice concerns internally. Management retaliated with allegations of non-performance and an eventual termination in violation of Japanese law. Management's reason for changing the subject was clear; management sought to keep its failures hidden while paying itself large, unearned "performance-based" compensation.

We are better than this, and as a firm, we need to raise the level of our dialogue. As an employee and shareholder, we must consider the following questions (i) Do we have the right management team in place? (ii) Do we have a system of checks and balances to align interests between managers and shareholders? and (iii) How do we improve the inadequate governance structures and lax internal controls? These questions are important to shareholders, as our stock has fallen 70% this year. These questions are important to employees, given the internal discussions to shrink the 80,000+ person worldwide workforce by as much as 30%.

...
In my opinion, shareholders should be furious. Management blames a "subprime crisis" or a "credit crisis" as if our recent write-downs and losses are caused by external events. As a Deutsche Bank employee, I believe our poor results are a "management debacle," the result of unfettered risk-taking, poor incentive structures and the lack of a system of checks-and-balances. Simply, management took too much risk, failed to manage this risk, and broke too many laws and regulations. As Warren Buffett stated, "The banks exposed themselves too much, they took on too much risk . . . It's their fault. There's no need to blame anyone else."

By refusing a proactive restructuring, management will be forced to (i) pursue a partial or full nationalization, or (ii) raise outside funds on terms and conditions that will prove highly dilutive and onerous for shareholders.

...
I have not resigned despite your attempts to force my resignation, and I remain ready to return to Deutsche Bank. As previously disclosed, I began a collective bargaining process in order to (i) affirm my status as an employee (ii) discuss management's failure to perform and (iii) remedy the inadequate governance structures and lax internal controls at Deutsche Bank. Unfortunately, neither David Hatt nor Michael Cohrs participated in the collective bargaining process.

As a result, I filed a public interest lawsuit in Tokyo District Court (Case #4109) in February 2008 with the assistance of Yasushi Higashizawa, a brilliant litigator based in Tokyo. In our claim, we are seeking to reaffirm my status as an employee, and we are hoping to minimize management's ability to abuse its power. We are not seeking damages. Unfortunately, Michael Cohrs and David Hatt have failed to appear at the hearings (March 21, 2008; May 20, 2008; July 1, 2008; September 12, 2008; October 15, 2008 and November 26, 2008).

•Japanese labor laws tend to be very labor friendly, especially when compared to the labor laws from other Asian jurisdictions and countries such as the United States. There is no concept of "at-will" employment in Japan and the employer's right to terminate, transfer and discipline employees is limited by statute, case law and custom . . . Under the current legal regime, termination of an employment contract will be negated if the termination is considered an abuse of employer's rights. In fact, this "abuse" concept sets a very high hurdle for employers considering termination of employees, and imposes quite a high burden of proof on employers once the matter is brought to the courts. If the employer does not successfully prove that the termination was not an abuse of the employer's rights, the employee's typical remedy is to be reinstated into his or her position in the company. (DLA Piper, March 2008)

Our balance sheet is broken, and we have a limited ability to generate sufficient earnings. As management's failings become more obvious to the outside world, people are correctly raising concerns that our balance sheet will need to be repaired. "To raise this [core Tier 1] to 9.0%, still less than the de-risked Swiss banks, would require cEUR 6.2bn of common equity in the event of no dividend being paid for 2008. This represents 37% of the current market capitalisation, justifying why Deutsche Bank trades at 67% of tangible book." (Source: Nomura, Oct 31, 2008)



(2) Daiki Kajino/db/dbcom
2007/05/09 19:19

To Tomohiko Kimura/Tokyo/DBJapan/DeuBa@DBAPAC
cc
bcc
Subject Fw: Staff - Privileged & Confidential

Kimura-san

As we discussed in this morning, I explained the current situation to Murakami-san in HR.
After that, I arranged conference call with Sunil Madan and it is already fixed on tomorrow at 17:00 (Tokyo Time).

Murakami-san and I will have a conference call with him and ask him about our concerns.
If you need to join it, please let me know.

As to investigation of Frank's e-mail for Pipeline issue, I will start it as soon as I obtain Mitch's approval.

Regards,

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----- Forwarded by Daiki Kajino/db/dbcom on 2007/05/09 19:13 -----

(1) Mark
Grolman/Sydney/DBAustralia
/DeuBa@DBAPAC
2007/05/09 19:09

To "Dick Walker" <richard.h.walker@db.com>,
janice.reznick@db.com, rachel.blanshard@db.com,
jiana.leung@db.com, "Kiyoshi Murakami"
<kiyoshi.murakami@db.com>, "Andrew Hume"
<andrew.hume@db.com>, "Daiki Kajino" <daiki.kajino@db.com>,
"Mr. Tomohiko (Tom) Kimura" <tomohiko.kimura@db.com>

cc

Subject Staff - Privileged & Confidential

PRIVILEGED & CONFIDENTIAL

Below are draft notes of the interview I had with Frank Forelle yesterday.

NEXT STEPS

I suggest for your consideration that the next steps should be:

(a) we interview Sunil Madan. Tom Kimura has agreed to do that by telephone as soon as possible this week;

(b) when Deepak Moorjani returns to Tokyo from the US next week, we press him again to produce all evidence he has of any alleged violations or wrongdoing. In the two weeks since he was interviewed he has not produced any evidence;

(c) agree a letter to Mr Moorjani in response to his letter. I suggest that this letter be signed by David Hatt as President and CEO of DSI (the employer of Mr Moorjani). David Hatt has been briefed on this matter. I will draft the response letter for your review. Once agreed, that letter should be delivered to Mr Moorjani.

I also propose giving the draft notes of meeting to Frank Forelle to check for accuracy.